

UNITES STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

V.

AMIT MATHUR, and
ENTRUST CAPITAL MANAGEMENT, INC.,

Defendant,

and

AMR REALTY, LLC

Relief Defendant.


CIVIL ACTION
NO. 05 CV 10729-MLW

DEFENDANT'S LOCAL RULE 16.1(D)(3) CERTIFICATION

The undersigned counsel and authorized representative of Entrust Capital Management, Inc., (“Entrust”) hereby certify that Entrust and its counsel have conferred (a) with a view to establishing a budget for the costs of conducting the full course – and various alternative courses – of the litigation; and (b) to consider the resolution of the litigation through the use of alternative dispute resolution programs such as those outlined in Local Rule 16.4.

Respectfully submitted,

ENTRUST CAPITAL,
MANAGEMENT, INC.,
and AMR REALTY, LLC,



Amit Mathur
Entrust Capital Management, Inc.
146 Main Street, Suite 20
Worcester, MA 01608
Tele: (508) 421-4994

Respectfully submitted,

ENTRUST CAPITAL
MANAGEMENT, INC.,
and AMR REALTY, LLC,

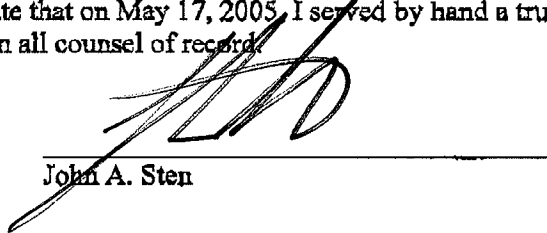
By its attorneys,



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CERTIFICATE OF SERVICE

I, John A. Sten, hereby state that on May 17, 2005, I served by hand a true and correct copy of the foregoing upon all counsel of record.


John A. Sten